

HELM

FINANCIAL CORPORATION

Via USPS Priority Mail

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

October 16, 2006



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

RECORDATION NO. 25701-M FILED

OCT 25 '06

1:11 PM

RE: PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") dated as of October 16, 2006, and made by **CREDIT SUISSE**, as the Collateral Agent for the Secured Parties for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation; **LONG HAUL HOLDING CORP.**, a Delaware corporation; **HELM FINANCIAL CORPORATION**, a California corporation ("Helm"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION**.

Dear Mr. Williams:

On behalf of Helm, I submit for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated there under the following document:

Three (3) fully executed original copies of the above referenced Partial Termination.

In connection with the recording of this Partial Termination, please note the following information:

Name and Address for Helm:

Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address for Credit Suisse:

Credit Suisse First Boston LLC
11 Madison Avenue
New York, NY 10010-3629

Equipment: (123) gondola railcars within series ECXX 98001-98148, not inclusive.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 25701 filed on July 8, 2005 at 3:20 p.m. Helm's check covering the \$34.00 filing fee is enclosed.

Summary: **PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** dated as of June 30, 2006, and made by **CREDIT SUISSE**, as the Collateral Agent for the Secured Parties for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation; **LONG HAUL HOLDING CORP.**, a Delaware corporation; **HELM FINANCIAL CORPORATION**, a California corporation ("Helm"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION**, for the (123) gondola railcars within series ECXX 98001-98148, not inclusive, to be filed as a supplemental agreement to **STB Recordation No. 25701**.

Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosures (3)

OCT 25 '06

1:11 PM

PARTIAL TERMINATION OF
SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of October 12, 2006, and is made by **CREDIT SUISSE ("Credit Suisse")**, as the Collateral Agent ("**Collateral Agent**") for the Secured Parties (as defined in the GCIA described below), for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation ("**MergerCo**"); **LONG HAUL HOLDING CORP.**, a Delaware corporation ("**Holdings**"); **HELM FINANCIAL CORPORATION**, a California corporation ("**HFC**"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION** (collectively, together with MergerCo, Holdings and the Borrowers, the "**Loan Parties**").

1. **Recitals.** HFC owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "**Units**"). HFC has granted to the Collateral Agent a security interest in substantially all of its assets now owned or hereafter acquired, upon the terms and conditions provided in that certain Memorandum of Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005, between the Loan Parties and the Collateral Agent (the "**Memorandum**"), as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on July 8, 2005 at 3:20 p.m. under Recordation No. 25701. The Memorandum was executed in connection with that certain Guarantee and Collateral and Intercreditor Agreement (the "**GCIA**") dated as of July 8, 2005, among the Loan Parties, the Collateral Agent, Credit Suisse, as TLB/RC Agent (as defined therein) and Credit Suisse, as TLC Agent (as defined therein).

HFC intends to sell the Units to a third party (the "**Sale**") and desires that such Sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, HFC requests the Collateral Agent to terminate the lien and security interest in the Units created by the Memorandum and the GCIA.

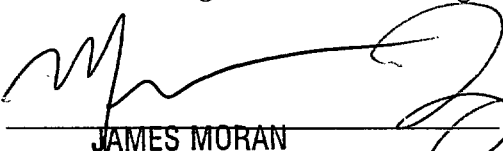
2. **Representation.** HFC hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).


3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum and the GCIA. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, the Collateral Agent.

This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

CREDIT SUISSE, Cayman Islands Branch,
as Administrative Agent and Collateral Agent.

By: 
Print Name: JAMES MORAN
MANAGING DIRECTOR


NUPUR KUMAR
ASSOCIATE

Its: _____

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On October 12, 2006, before me, Marjorie E. Bull, personally appeared James Moran, Managing Director and Nupur Kumar, Associate of **CREDIT SUISSE, Cayman Islands Branch.**

xxxxx personally known to me -OR

_____ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

MARJORIE E. BULL
Notary Public, State of New York
No. 01BU6055282
Qualified in New York County
Commission Expires February 20, 2007



SIGNATURE OF THE NOTARY

[Notarial Seal]

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of October 12, 2006

THE UNITS

Description: 100-ton (263k), 4000 cube gondolas with no interior bracing. Built by Hawker-Siddeley.

	Reporting Mark	Number	Year Built Date		Reporting Mark	Number	Year Built Date		Reporting Mark	Number	Year Built Date
1	ECXX	98001	1974	42	ECXX	98051	1975	83	ECXX	98095	1975
2	ECXX	98002	1974	43	ECXX	98052	1975	84	ECXX	98096	1975
3	ECXX	98003	1975	44	ECXX	98053	1975	85	ECXX	98097	1975
4	ECXX	98004	1975	45	ECXX	98054	1975	86	ECXX	98098	1975
5	ECXX	98005	1975	46	ECXX	98055	1975	87	ECXX	98099	1975
6	ECXX	98007	1975	47	ECXX	98056	1975	88	ECXX	98100	1975
7	ECXX	98008	1975	48	ECXX	98057	1975	89	ECXX	98101	1975
8	ECXX	98009	1975	49	ECXX	98058	1975	90	ECXX	98103	1975
9	ECXX	98011	1975	50	ECXX	98059	1975	91	ECXX	98105	1975
10	ECXX	98015	1975	51	ECXX	98060	1975	92	ECXX	98106	1975
11	ECXX	98016	1975	52	ECXX	98061	1975	93	ECXX	98108	1975
12	ECXX	98017	1976	53	ECXX	98062	1975	94	ECXX	98109	1970
13	ECXX	98018	1975	54	ECXX	98063	1975	95	ECXX	98110	1970
14	ECXX	98019	1975	55	ECXX	98064	1975	96	ECXX	98111	1970
15	ECXX	98020	1975	56	ECXX	98065	1975	97	ECXX	98112	1971
16	ECXX	98021	1975	57	ECXX	98066	1975	98	ECXX	98114	1971
17	ECXX	98022	1976	58	ECXX	98067	1975	99	ECXX	98115	1974
18	ECXX	98023	1975	59	ECXX	98069	1975	100	ECXX	98116	1974
19	ECXX	98025	1975	60	ECXX	98070	1975	101	ECXX	98117	1974
20	ECXX	98026	1975	61	ECXX	98071	1975	102	ECXX	98118	1974
21	ECXX	98027	1975	62	ECXX	98072	1975	103	ECXX	98119	1974
22	ECXX	98029	1975	63	ECXX	98073	1975	104	ECXX	98120	1974
23	ECXX	98031	1975	64	ECXX	98074	1975	105	ECXX	98122	1974
24	ECXX	98032	1975	65	ECXX	98075	1975	106	ECXX	98124	1975
25	ECXX	98033	1975	66	ECXX	98076	1975	107	ECXX	98125	1975
26	ECXX	98034	1974	67	ECXX	98077	1975	108	ECXX	98128	1975
27	ECXX	98035	1975	68	ECXX	98078	1975	109	ECXX	98129	1975
28	ECXX	98036	1975	69	ECXX	98079	1975	110	ECXX	98131	1975
29	ECXX	98037	1975	70	ECXX	98080	1975	111	ECXX	98132	1975
30	ECXX	98038	1975	71	ECXX	98081	1975	112	ECXX	98133	1975
31	ECXX	98039	1975	72	ECXX	98082	1975	113	ECXX	98135	1975
32	ECXX	98040	1975	73	ECXX	98083	1975	114	ECXX	98136	1975
33	ECXX	98041	1975	74	ECXX	98084	1975	115	ECXX	98137	1975
34	ECXX	98042	1975	75	ECXX	98085	1975	116	ECXX	98138	1975
35	ECXX	98043	1975	76	ECXX	98086	1975	117	ECXX	98139	1975
36	ECXX	98044	1975	77	ECXX	98087	1975	118	ECXX	98140	1975
37	ECXX	98045	1975	78	ECXX	98088	1975	119	ECXX	98142	1975
38	ECXX	98046	1975	79	ECXX	98090	1975	120	ECXX	98144	1975
39	ECXX	98048	1975	80	ECXX	98091	1975	121	ECXX	98145	1975
40	ECXX	98049	1975	81	ECXX	98092	1975	122	ECXX	98147	1975
41	ECXX	98050	1975	82	ECXX	98093	1975	123	ECXX	98148	1975